



LEXIS® Document Services

A member of the Reed Elsevier plc group

March 25, 2002

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 20754-A FILED

APR 4 '02 2-16 PM

TS
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 17, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **THE DETROIT EDISON COMPANY**
2000 Second Avenue, Room 1140 WCB, Detroit, MI 48226

A short summary of the document to appear in the index follows:


Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **THE DETROIT EDISON COMPANY**, covering 120 gondola cars with reporting marks and numbers – CEFX 40731– CEFX 43242, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #20754 dated 7/2/97 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,



Sherry Lewey
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 17th day of December, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and THE DETROIT EDISON COMPANY, a New York corporation, with an address at 2000 Second Avenue, Room 1140 WCB, Detroit, MI 48226 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 24, 1997 covering certain equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on July 2, 1997 as recordation number 20754.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE DETROIT EDISON COMPANY

By: Laura Rose
Name: Manager Operations & Logistics
Title: _____

RECORDATION NO. 20754-A FILED

APR 4 '02 2-16 PM

SURFACE TRANSPORTATION BOARD

SCHEDULE A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Marks and Numbers</u>
120	4480 c.f. aluminum coal gondola cars	

1	CEFX	40731	41	CEFX	40870	81	CEFX	41239
2	CEFX	40735	42	CEFX	40872	82	CEFX	41240
3	CEFX	40741	43	CEFX	40873	83	CEFX	41241
4	CEFX	40768	44	CEFX	40874	84	CEFX	41246
5	CEFX	40822	45	CEFX	40875	85	CEFX	41252
6	CEFX	40825	46	CEFX	40876	86	CEFX	41256
7	CEFX	40835	47	CEFX	40877	87	CEFX	41259
8	CEFX	40836	48	CEFX	40879	88	CEFX	41262
9	CEFX	40837	49	CEFX	40880	89	CEFX	41264
10	CEFX	40838	50	CEFX	40881	90	CEFX	41265
11	CEFX	40840	51	CEFX	40882	91	CEFX	41268
12	CEFX	40841	52	CEFX	40883	92	CEFX	41269
13	CEFX	40842	53	CEFX	40884	93	CEFX	41276
14	CEFX	40843	54	CEFX	40885	94	CEFX	41278
15	CEFX	40844	55	CEFX	40887	95	CEFX	41285
16	CEFX	40845	56	CEFX	40888	96	CEFX	41286
17	CEFX	40846	57	CEFX	40889	97	CEFX	41287
18	CEFX	40847	58	CEFX	40890	98	CEFX	41290
19	CEFX	40848	59	CEFX	40891	99	CEFX	41291
20	CEFX	40849	60	CEFX	40892	100	CEFX	41295
21	CEFX	40850	61	CEFX	40893	101	CEFX	41296
22	CEFX	40851	62	CEFX	40894	102	CEFX	41298
23	CEFX	40852	63	CEFX	40895	103	CEFX	41312
24	CEFX	40853	64	CEFX	40896	104	CEFX	41318
25	CEFX	40854	65	CEFX	40897	105	CEFX	41320
26	CEFX	40855	66	CEFX	40898	106	CEFX	41321
27	CEFX	40856	67	CEFX	40899	107	CEFX	41322
28	CEFX	40857	68	CEFX	40900	108	CEFX	41323
29	CEFX	40858	69	CEFX	40901	109	CEFX	41324
30	CEFX	40859	70	CEFX	40902	110	CEFX	42937
31	CEFX	40860	71	CEFX	40903	111	CEFX	42974
32	CEFX	40861	72	CEFX	40904	112	CEFX	43066
33	CEFX	40862	73	CEFX	41206	113	CEFX	43069
34	CEFX	40863	74	CEFX	41217	114	CEFX	43159
35	CEFX	40864	75	CEFX	41221	115	CEFX	43160
36	CEFX	40865	76	CEFX	41228	116	CEFX	43185
37	CEFX	40866	77	CEFX	41232	117	CEFX	43193
38	CEFX	40867	78	CEFX	41233	118	CEFX	43210
39	CEFX	40868	79	CEFX	41235	119	CEFX	43238
40	CEFX	40869	80	CEFX	41238	120	CEFX	43242